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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re : Chapter 11
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DELPHI CORPORATION, et al. : Case No. 05-44481 (RDD)
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Debtors. : (Jointly Administered)
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EX PARTE MOTION TO FILE REDACTED VERSION OF DEBTORS' OMNIBUS
RESPONSE TO OBJECTIONS TO DEBTORS' MOTION FOR ORDER UNDER 11 U.S.C. §
365 AND FED. R. BANKR. P. 6006 AUTHORIZING REJECTION OF CERTAIN
EXECUTORY CONTRACTS WITH GENERAL MOTORS CORPORATION AND
TO FILE RELATED EXHIBITS UNDER SEAL

Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), hereby submit this ex parte motion (the "Motion") for entry of an order allowing Debtors to file a redacted version of Debtors' Omnibus Response To Objections To Debtors' Motion For Order Under 11 U.S.C. § 365 And Fed. R. Bankr. P. 6006 Authorizing Rejection Of Certain Executory Contracts With General Motors Corporation (the "Response") and to file related exhibits under seal pursuant to the Stipulation and Agreed Protective Order Governing Production and Use of Confidential and Highly Confidential Information in Connection with the Motion for Order Under 11 U.S.C. § 365 and Fed. R. Bankr. P. 6006 Authorizing Rejection of Certain Executory Contracts with General Motors Corporation and Objections Filed Thereto (Docket No. 3326) and Stipulation and Agreed Protective Order entered June 12, 2006 (the "Stipulation and Agreed Protective Order") and General Order M-242 of this Court, and in support of this Motion respectfully represents as follows:

Introduction

1. On October 8, 2005, Delphi and certain of its U.S. subsidiaries filed voluntary petitions in this Court for reorganization relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as amended (the "Bankruptcy Code"). On October 14, 2005, three additional U.S. subsidiaries of Delphi filed voluntary petitions in this Court for reorganization relief under the Bankruptcy Code. The Debtors continue to operate their businesses and manage their properties as debtors-in-possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. This Court entered orders directing the joint administration of the Debtors' chapter 11 cases.

2. On March 31, 2006, the Debtors filed a Motion for Order Under 11 U.S.C. § 365 and Fed. R. Bankr. P. 6006 Authorizing Rejection of Certain Executory Contracts with General Motors Corporation (the "Rejection Motion"). General Motors Corporation ("GM") filed its Preliminary Objection to Debtor's Motion for Order Under 11 U.S.C. § 365 and Fed. R. Bankr. P. 6006 Authorizing Rejection of Certain Executory Contracts on April 12, 2006; and its Supplemental Objection and Memorandum of Law in Opposition to Debtors' Motion for Order Under 11 U.S.C. § 365 and Fed. R. Bankr. P. 6006 on June 5, 2006 (collectively, the "Objection"). The date of the hearing on the Rejection Motion is yet to be determined.

3. Before the commencement of discovery in connection with the Rejection Motion and the Objection, the parties agreed upon the terms of the Stipulation and Agreed Protective Order Governing Production and Use of Confidential and Highly Confidential Information in Connection with the Motion for Order Under 11 U.S.C. § 365 and Fed. R. Bankr. P. 6006 Authorizing Rejection of Certain Executory Contracts with General Motors Corporation and Objections Filed Thereto (Docket No. 3326). On June 12, 2006, this Court entered the Stipulation and Agreed Protective Order relating to the production of certain confidential and highly confidential documents to various objecting parties (Docket No. 4156) (collectively, the "Stipulation and Agreed Protective Orders") (attached hereto as Exhibits A and B, respectively).

4. In preparation for the hearing on the Rejection Motion, the Debtors and GM have deposed certain witnesses who have information concerning issues central to the Rejection Motion. The Debtors and GM have also produced certain documents containing information pertaining to the Rejection Motion. The documents and

deposition transcripts contain "Confidential" or "Highly Confidential" information as designated by the terms of the Stipulated and Agreed Protective Orders. In addition, portions of the Response refer to sensitive, confidential and commercial information relating to the Debtors or GM including, among other things, product pricing information, which has been designated by the Debtors or GM as Confidential or Highly Confidential. The Debtors request, therefore, that they be authorized to file and serve only a redacted copy of the Response on all parties required to be served, and provide an unredacted copy to GM in accordance with the Stipulations and Agreed Protective Orders.

Jurisdiction and Venue

5. This Court has jurisdiction over this Motion pursuant to 28 U.S.C. §§ 157 and 1334. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2).

Relief Requested

6. The Stipulation and Agreed Protective Order provides:

[i]f documents, materials or other information (including deposition transcripts) designated as Confidential or Highly Confidential are to be included in any papers to be filed in this Court or any other court, counsel intending to file such documents shall first seek entry of a protective order under 11 U.S.C. § 107(b), Fed. R. Bankr. P. 9018 and General Order #M242 of this Court or other applicable authority with respect to filing those portions of the proposed filing containing information subject to this Stipulation and Protective Order by date.

[Ex. A at 6-7].

7. Section 107(b) of the Bankruptcy Code and Fed. R. Bankr. P. 9018 provide bankruptcy courts with the power to issue orders that will protect entities from potential harm that may result from the disclosure of certain confidential information.

"On request of a party in interest, the bankruptcy court shall . . . protect an entity with respect to a trade secret or confidential research, development, or commercial information. . . ." 11 U.S.C. §107(b).

8. Here, the Debtors seek to file a redacted version of the Response and related exhibits under seal. This Response and the related exhibits rely on documents and testimony the parties have agreed to keep Confidential and Highly Confidential subject to the terms of the Stipulation and Agreed Protective Order.

9. The documents and testimony to be redacted or filed under seal contain sensitive commercial information relating to the business interests of the parties.

10. The documents and testimony also contain sensitive pricing information crucial to conducting business in the automotive industry.

11. If the aforementioned information were released, the interested parties would be placed at a competitive disadvantage in the industry.

12. Therefore, the Debtors request that the Court order that the Response (and exhibits hereto) discussed herein be filed with the Court pursuant to General Order M-242 and sealed by the United States Bankruptcy Clerk for the Southern District of New York.

WHEREFORE, the Debtors respectfully request that the Court enter an order granting this Motion, authorizing Debtors to file a redacted version of the Debtors' Omnibus Response To Objections To Debtors' Motion For Order Under 11 U.S.C. § 365 And Fed. R. Bankr. P. 6006 Authorizing Rejection Of Certain Executory Contracts With General Motors Corporation and exhibits related to the Response under seal and granting such other further relief as is just and proper.

Dated: New York, New York
June 15, 2006

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